

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

MASSACHUSETTS MUTUAL LIFE
INSURANCE COMPANY,

Plaintiff,

v.

CREDIT SUISSE FIRST BOSTON MORTGAGE
SECURITIES CORP.; MORTGAGE ASSET
SECURITIZATION TRANSACTIONS, INC.; DLJ
MORTGAGE CAPITAL, INC.; UBS REAL ESTATE
SECURITIES INC.; CREDIT SUISSE SECURITIES
(USA) LLC; UBS SECURITIES LLC; LEE FARKAS;
PAUL R. ALLEN; RAY BOWMAN; DELTON
DE' ARMAS; DESIREE E. BROWN; ANDREW A.
KIMURA; JEFFREY A. ALTABEF; EVELYN
ECHEVARRIA; MICHAEL A. MARRIOTT;
THOMAS ZINGALLI; DAVID MARTIN; PER
DYRVIK; HUGH CORCORAN; and PETER
SLAGOWITZ,

Defendants.

Civil Action No. 3:11-30048-MAP

**STIPULATION CONCERNING APPLICATION OF THE COURT'S RULING ON
MASSMUTUAL'S PENDING MOTION TO STRIKE TO
THE ANSWER FILED MAY 31, 2012**

In light of Defendants' filing of an answer to the First Amended Complaint (the "May 31 Answer") on May 31, 2012, Plaintiff Massachusetts Mutual Life Insurance Company ("MassMutual") and Defendants UBS Securities LLC and Per Dyrvik (together, "Defendants" and, collectively with MassMutual, the "Parties") hereby stipulate and agree, as set forth below, that the Court's ruling on MassMutual's pending Motion to Strike Certain Purported Defenses shall apply fully to Defendants' May 31 Answer and the defenses and affirmative defenses asserted therein.

MassMutual commenced this action by filing a complaint (the "Complaint") in the United States District Court for the District of Massachusetts against Defendants, among others. On April 25, 2012, after meeting and conferring with MassMutual, Defendant UBS Securities LLC filed an amended answer (the "April 25 Answer") to the Complaint. On May 9, 2012, MassMutual filed a Motion to Strike Certain Purported Defenses (the "Motion") set forth in the April 25 Answer.

On May 17, 2012, after the Motion was filed, the Court granted MassMutual leave to file its First Amended Complaint, which amended the Complaint to include allegations as to Per Dyrvik's control over UBS Securities LLC and reasserted a control person claim under Mass. Gen. Laws ch. 110A, § 410(b) against Mr. Dyrvik.

Defendants' May 31 Answer to the First Amended Complaint asserts substantially identical defenses and affirmative defenses to those asserted in the April 25 Answer. Thus, having conferred, MassMutual and Defendants stipulate and agree, subject to the approval of the Court, that any ruling on the Motion will apply to the May 31 Answer.

WHEREFORE, the Parties respectfully request that this Court:

1. Enter an Order per the terms stipulated to by the Parties, as set forth herein.
2. Grant such further relief as may be just and proper.

DATED: June 19, 2012

Respectfully submitted,

/s/ Edward J. McDonough Jr.

Edward J. McDonough Jr. (BBO 331590)
Stephen E. Spelman (BBO 632089)
EGAN, FLANAGAN AND COHEN, P.C.
67 Market Street, P.O. Box 9035
Springfield, Massachusetts 01102
ejm@efclaw.com
ses@efclaw.com

Of Counsel:

Philippe Z. Selendy
Jennifer J. Barrett
QUINN EMANUEL URQUHART
& SULLIVAN LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010-1601

*Counsel for Plaintiff Massachusetts Mutual Life
Insurance Company*

/s/ Kathy B. Weinman

Kathy B. Weinman (BBO No. 541993)
Azure Abuirmeileh (BBO No. 670325)
COLLORA LLP
600 Atlantic Avenue
Boston, Massachusetts 02210
Telephone: 617-371-1000
Facsimile: 617-371-1037
kweinman@collorallp.com
aabuirmeileh@collorallp.com

Of Counsel:

Thomas C. Rice (trice@stblaw.com)
David J. Woll (dwoll@stblaw.com)
Alan Turner (aturner@stblaw.com)
SIMPSON THACHER & BARTLETT LLP

425 Lexington Avenue
New York, New York 10017
Telephone: 212-455-2000
Facsimile: 212-455-2502

Attorneys for the UBS Defendants

CERTIFICATE OF SERVICE

I hereby certify that this document, filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on this 19th day of June, 2012.

/s/ Edward J. McDonough Jr.

Edward J. McDonough Jr.